books of the corporation. As to the effect of these provisions, the decisions are in conflict. One view is that they apply only to the relations between the corporation and the stockholders. Under this construction they cannot affect the question under discussion, and consequently the transferee prevails. See *Mount Holly, etc., Co.* v. *Ferree*, 17 N. J. Eq. 117. A second construction adopted by some courts gives them an effect similar to that of recording acts. This leaves out of account the consideration that the books are not open to public inspection and that hence there can be no analogy between registering a deed and recording a transfer of stock upon the books. See *Noyes* v. *Spaulding*, 27 Vt. 420. Most jurisdictions hold a third view, namely, that the legal title remains in the vendor, and that the vendee has only an equitable interest which may be extinguished by a sale to an innocent purchaser. *Otis* v. *Gardner*, 105 Ill. 436. In these jurisdictions the rights of the creditor and the transferee are often made to depend upon whether an attachment creditor is treated as a purchaser for value or as a volunteer. It would seem, however, that the general custom of business should be the determining factor. In the case of stock the *indicia* of ownership are in the person who has the certificate, not in the person in whose name the stock is registered. Banks advance money and buyers pay the price upon delivery of the certificates without registration. To require that the transfer should be registered before the vendee can have a secure title would unsettle the titles to a large part of existing stock. It cannot be too strongly urged that courts should recognize conditions as they exist in the business world, and apply legal principles that are in harmony with them, rather than build up from analogy theories which do not take into account the customs and needs of business men. It is gratifying to note that the courts in the more important commercial states favor the transferee, and that in many states where the courts have committed themselves to an opinion preferring the creditor, the transferee is now protected by statute. *Scott* v. *Pequonnock Nat. Bank*, 15 Fed. Rep. 494; *Broadway Bank* v. *McElrath*, 13 N. J. Eq. 24; *Smith* v. *American Coal Co.*, 7 Lans. (N. Y.) 317; *Finney's Appeal*, 59 Pa. St. 398; Mass. R. L. (1902), c. 109, § 37.

THE ADMINISTRATION OF DEPENDENCIES: A Study of the Evolution of the Federal Empire, with Special Reference to American Colonial Problems. By Alpheus H. Snow. New York and London: G. P. Putnam's Sons, The Knickerbocker Press. 1902. pp. vi, 619. 8vo.

The American colonial problem has now passed beyond its violently controversial stage. For good or ill this republic has undertaken the government of distant dependent peoples. The question is no longer as to the wisdom of the adoption of such a course or of the possibility of escape from it; for the burden has already been assumed. The problem now before us therefore involves primarily a search for the true principles of colonial government, and a consideration of methods and means for their proper application. Its solution will not merely require infinite patience and fortitude in practical affairs, but will perhaps even more urgently demand a thorough and vigorous understanding of the nature of our now American Empire and of the relations of its constituent States one with another, with their correlative rights and duties. Without this, ultimate success can hardly be attained. To the study of this all-important problem the present work is a timely and notable contribution.

The chief aim of the book is to establish the proposition that the American Union and the peoples and lands of its dependencies constitute a Federal Empire in which the American Union, itself a Federal State, governed in its own affairs under a written constitution, is the Imperial or Parent State, standing in a federal or contractual relation with the dependent or colonial states of the Empire and ruling them under an unwritten constitution, which in the affairs of the Empire is above the constitution and laws of the Imperial State though in the main derived from them. On this theory, the dependencies are regarded as actual states over which the Imperial State has neither unconditional nor

unlimited power, but only a power of disposition, that is, a power of superintendence and of adjudication upon the interests of the whole Empire according to its unwritten constitution. This power is accompanied by the power to execute such adjudications by all needful rules and regulations. This principle of Federal Empire the author believes to have been adopted by that little understood article of the Constitution which gives Congress power "to dispose of and make all needful rules and regulations respecting the territory and other property belonging to the United States."

The proof of this position requires, and receives at the hand of the author, a most thorough investigation of the origin and history of this clause and of the principle which it is said to establish. This in turn involves a careful inquiry into the theory and practice of the administration of the American Colonies by England from their inception, and leads to a thorough study of the issues of the American Revolution and of the underlying principles then at stake. In this study the gradual growth of the idea of Federal Empire is traced with much detail as it slowly takes form and finally culminates in the adoption of this clause of the constitution and its subsequent interpretation by the First Congress in its ordinance for the administration of the Northwest Territory as a dependency of a Federal Empire.

The development of the idea is then followed down to the present time in American, British, and Continental theory and practice. The history of the idea in this country is especially noteworthy as its growth is traced through the various expressions of legislative and judicial opinion to the final recognition, as the author believes, of the purposes of the framers of the constitution by the majority of the United States Supreme Court in the recent Insular Tariff Cases. Thus, aside from its main object of suggesting a solution of the colonial problem, this book becomes a most valuable study of the evolution of the Federal Empire as a predominating form of political organism.

As a work on theoretical government or constitutional law, this discussion can perhaps hardly be said to be a finality. It is rather a preliminary study which will perform a vital service in clarifying thought and indicating general principles. Many of its conclusions may be open to criticism, some perhaps are unsound; but from the earnest, practical lessons that are drawn for our guidance in colonial administration there can be no dissent. For the Federal principle, as here declared, is shown to give rise to a trust relation between the Imperial State and its dependencies, which imposes certain definite Imperial obligations upon the governing state, these being fully and forcibly set forth in the final chapter. The book surely points in the right direction and with its enthusiastic scholarship will inspire further effort in the development of what seems to be the true theory of our government. It can emphatically be said to deserve a prominent place among the thoughtful works of the year as one whose influence ought to prove permanent and especially stimulating.

W. H. H.

A Treatise on the Law of Intercorporate Relations. By Walter Chadwick Noyes. Judge of the Court of Common Pleas in Connecticut. Boston: Little, Brown, and Company. 1902. pp. xlviii, 703. 8vo.

Any good work on the subject of the great trade combinations of to-day will be welcomed at this time. For to a lack of sufficient knowledge on this subject may be attributed the hesitancy of some courts and legislatures and the precipitancy of others when questions involving such combinations have been presented to them. The recent work from the pen of Judge Noyes of Connecticut is a very excellent contribution to the legal learning on this important topic. It is doubly opportune, as it deals not only with trade combinations, but with their most controverted feature, namely, intercorporate relations. The actual trust, the earliest form of the modern trade combination, passed out of existence after the case of *People* v. *North Sugar Refining Co.*, 121 N. Y. 582 (1890). The pool or partnership of several corporations could not survive the case of *Addyston Pipe Co.* v. *United States*, 175 U. S. 211 (1899), in which it was